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6 Attorneys for Defendant and Counter-Claimant

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

12 VISA U.S.A. INC.

Plaintiff

15 | VS.

16 MARITZ INC. d/b/a MARITZ LOYALTY
17 MARKETING.

Defendant.

AND RELATED COUNTERCLAIMS

CIVIL ACTION NO. C07-5585 JSW

DECLARATION OF RYAN S. HILBERT IN
SUPPORT OF *EX PARTE* APPLICATION BY
MARITZ INC. FOR AN ORDER
SHORTENING TIME OR, IN THE
ALTERNATIVE, TEMPORARILY STAYING
ARBITRATION

I, Ryan S. Hilbert, declare as follows:

1. I am an associate with Manatt, Phelps & Phillips, LLP, attorneys of record for Defendant Maritz Inc. d/b/a Maritz Loyalty Marketing (“Maritz”), in the above-captioned matter. The facts below are true and correct and within my own personal knowledge. If called on to testify to them, I could and would competently do so.

2. Attached hereto as Exhibit A are true and correct copies of the letters dated November 26, 2007, December 7, 2007 (two on this date), and December 10, 2007, to the American Arbitration Association (“AAA”) from Charles Weiss, outside counsel to Maritz.

3. Attached hereto as Exhibit B is a true and correct copy of the letter dated December 13, 2007, to Roderick Thompson, outside counsel to Visa USA Inc. ("Visa"), and Charles Weiss, outside counsel to Maritz, from Norma Cantu.

4. Attached hereto as Exhibit C is a true and correct copy of the letter dated December 20, 2007, to Roderick Thompson, outside counsel to Visa, and Charles Weiss, outside counsel to Maritz, from Norma Cantu.

5. Attached hereto as Exhibit D is a true and correct copy of the letter dated December 26, 2007, to Norma Cantu at the AAA from Charles Weiss, outside counsel to Maritz.

6. Attached hereto as Exhibit E is a true and correct copy of the letter dated December 26, 2007, to Norma Cantu at the AAA from Roderick Thompson, outside counsel to Visa.

7. Attached hereto as Exhibit F are true and correct copies of the parties' letters dated December 28, 2007, to Norma Cantu at the AAA.

8. Attached hereto as Exhibit G is a true and correct copy of an e-mail I sent to Robert Holtzapple, outside counsel to Visa, on December 31, 2007.

I declare under penalty of perjury under the laws of the United States of America and the State of California that the foregoing is true and correct and that this declaration was executed on January 2, 2008.

/s/ Ryan S. Hilbert

Ryan S. Hilbert